

Midstates Petroleum Company, Inc.
Form 4
January 25, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
R/C IV Eagle Holdings, L.P.

2. Issuer Name and Ticker or Trading Symbol
Midstates Petroleum Company, Inc.
[MPO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
712 FIFTH AVENUE, 36TH FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/21/2016

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

NEW YORK, NY 10019

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------------------|-----------|--------------|--|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 01/21/2016 | | S | | 38,547 | D | | \$ 0.82 <u>(1)</u> | 2,661,222 | D <u>(2)</u> | |
| Common Stock | 01/22/2016 | | S | | 34,536 | D | | \$ 0.81 <u>(3)</u> | 2,626,686 | D <u>(2)</u> | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| R/C IV Eagle Holdings, L.P. 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019 | | X | | |
| Riverstone/Carlyle Energy Partners IV, L.P. 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019 | | X | | |
| R/C Energy GP IV, LLC 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Thomas Walker, as Managing Director of R/C Energy GP IV, LLC, on behalf of R/C IV Eagle Holdings, L.P. | 01/25/2016 |
| __Signature of Reporting Person | Date |
| /s/ Thomas Walker, as Managing Director of R/C Energy GP IV, LLC, on behalf of Riverstone/Carlyle Energy Partners IV, L.P. | 01/25/2016 |
| __Signature of Reporting Person | Date |
| /s/ Thomas Walker, as Managing Director, on behalf of R/C Energy GP IV, LLC | 01/25/2016 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$0.74 to \$0.90, inclusive. The reporting person undertakes to provide to Midstates Petroleum Company, Inc. (the "Issuer"), any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (3) to this Form 4.

(2) Held directly by R/C IV Eagle Holdings, L.P. ("Eagle Holdings"). R/C Energy GP IV, LLC ("Ultimate R/C GP") is the general partner of Riverstone/Carlyle Energy Partners IV, L.P. ("R/C GP"), which is the general partner of Eagle Holdings. Each of Ultimate R/C GP and R/C GP may be deemed to indirectly own the shares directly owned by Eagle Holdings.

(3) These shares were sold in multiple transactions at prices ranging from \$0.77 to \$0.85, inclusive.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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